

RECORDATION NO. 5565-M FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

DEC 15 '03 11-28 AM  
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 15, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Collateral Assignment and Security Agreement, dated as of December 15, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Memorandum of Conditional Sale Agreement previously filed with the Board under Recordation Number 5565-L.

The names and addresses of the parties to the enclosed document are:

Assignor: Residual Based Finance  
Corporation  
Three First National Plaza  
Suite 777  
Chicago, IL 60602

Assignee: ICX Corporation  
2 Summit Park Drive  
Suite 300  
Cleveland, OH 44131

A description of the railroad equipment covered by the enclosed document is:

346 railcars bearing DH, NYC, PR and CR reporting marks road numbers attached hereto.

Mr. Vernon A. Williams  
December 15, 2003  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Collateral Assignment and Security Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", written over the closing "yours,".

Robert W. Alvord

RWA/anr  
Enclosures

RECORDATION NO. 5565-M FILED

MEMORANDUM OF COLLATERAL ASSIGNMENT AND SECURITY AGREEMENT

DEC 15 '03

11-28 AM

SURFACE TRANSPORTATION BOARD

Memorandum of Collateral Assignment and Security Agreement made and entered into as of December 15, 2003 by and between Residual Based Finance Corporation, an Illinois corporation ("Assignor") and ICX Corporation, an Ohio corporation ("Assignee").

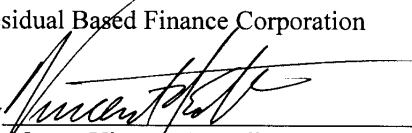
WITNESSETH:

The undersigned have entered into that certain Assignment dated as of December 15, 2003 by which Assignor has assigned and granted a lien on its right, title and interest in and to certain railroad equipment and the conditional sale agreement and beneficial interests therein to Assignee as security for a non-recourse loan from Assignee to Assignor. The railroad equipment and conditional sale agreement related thereto are set forth on *Exhibit A* attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written

Residual Based Finance Corporation

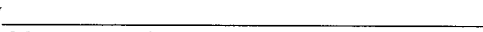
By

  
Name: Vincent A. Kolber

Its: President

ICX Corporation

By

  
Name: Dennis J. Diemer

Its: Vice President

**MEMORANDUM OF COLLATERAL ASSIGNMENT AND SECURITY AGREEMENT**

Memorandum of Collateral Assignment and Security Agreement made and entered into as of December \_\_, 2003 by and between Residual Based Finance Corporation, an Illinois corporation ("Assignor") and ICX Corporation, an Ohio corporation ("Assignee").

**WITNESSETH:**

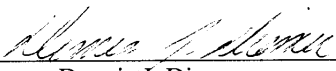
The undersigned have entered into that certain Assignment dated as of December \_\_, 2003 by which Assignor has assigned and granted a lien on its right, title and interest in and to certain railroad equipment and the conditional sale agreement and beneficial interests therein to Assignee as security for a non-recourse loan from Assignee to Assignor. The railroad equipment and conditional sale agreement related thereto are set forth on *Exhibit A* attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written

Residual Based Finance Corporation

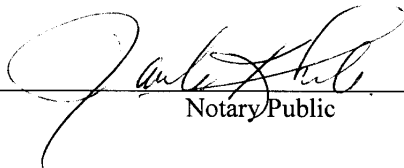
By \_\_\_\_\_  
Name: Vincent A. Kolber  
Its: President

ICX Corporation

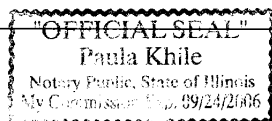
By   
Name: Dennis J. Diemer  
Its: Vice President

STATE OF ILLINOIS                    )  
  )  
COUNTY OF COOK                    )

On this 15<sup>th</sup> day of December, 2003, before me personally appeared Vincent A. Kolber, to me personally known, who being by me duly sworn, says that he is the President of Residual Based Finance Corporation, that the foregoing document was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



STATE OF OHIO                                 )  
  )  
COUNTY OF CUYAHOGA                         )

On this 15<sup>th</sup> day of December, 2003, before me personally appeared Dennis J. Diemer, to me personally known, who being by me duly sworn, says that he is the Vice President of ICX Corporation, that the foregoing document was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

My Commission Expires:

Debra A. Grim  
Notary Public  
DEBRA A. GRIM  
NOTARY PUBLIC • STATE OF OHIO  
My commission expires Dec 3, 2006

DECEMBER 3, 2006

## **Exhibit A**

### **Description of Railroad Equipment and Agreement**

#### **Railroad Equipment**

Group A – 88 Units - 100 Ton 52'5" Gondolas – Car Marks DH, NYC, CR – Car Numbers 14512, 14529, 14543, 14557, 14567, 14572, 14582, 14588, 584701-584702, 584704-584711, 584714-584724, 584726-584735, 584737-584742, 584745, 584747-584754, 584756-584759, 584761-584768, 584771-584772, 584774-584782, 584785-584789, 608091, 608137, 608405, 608422, 608432, 608447

Group B – 26 Units - 100 Ton 52'5" Gondolas – Car Marks NYC, CR – Car Numbers 564695, 579765, 585258, 585259, 609003-609004, 609007, 609010-609011, 609014, 609016, 609018, 609024, 609026, 609029-609030, 609032-609036, 609038-609039, 609041, 609042, 609048

Group C – 129 Units – 100 Ton Coil Steel Flatcars – Car Marks NYC, CR – Car Numbers 627600-627614, 627616-627639, 627641-627673, 627675-627677, 627680-627697, 627699-627712, 627714-627721, 627723-627729, 627731-627734, 672674, 672678-672679

Group D – 91 Units – 86 Ft. 100 Ton Boxcars – Car Marks NYC, CR, PR – Car Numbers 240931, 241004, 241007, 241010, 241016-241017, 241020, 241023-241024, 241030-241032, 241034, 241036, 241040, 241044-241047, 241049, 241052, 241055-241056, 241058-241059, 241061, 241063-241067, 243880, 295623, 295625, 295630-295632, 295634, 295636, 295638, 295640, 295642-295643, 295645-295646, 295648, 295650-295667, 295670-295671, 295686, 295689-295690, 295693, 295695-295697, 295699-295702, 295704-295706, 295709, 295711-295712, 295714, 295717, 295721, 295723, 295725-295726, 295728, 296601

Group E – 12 Units – 86 Ft. 100 Ton Boxcars – Car Marks NYC, CR – Car Numbers 244125-244127, 244129-244136, 295614

#### **Agreement**

Conditional Sale Agreement dated as of February 25, 2000 between Residual Based Finance Corporation and Consolidated Rail Corporation, which was recorded with the Surface Transportation Board on 12/10/03 under Recordation Number 5565-L